



THE MALL **Neighborhood**

IMPLEMENTATION PLAN

DOWNTOWN COLUMBIA

Prepared for **General Growth Properties**

May 16, 2012

FDP-DC-The Mall-1

Prepared for:

General Growth Properties

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A. Balance of Uses Within Each Implementation Phase

The Mall Neighborhood improvements include 5.67 acres of area in the first phase of development, as shown on the FDP and on the facing page. The charts below reflect the anticipated Retail development in Phase 1, including the removal of 30,000 square feet of existing retail and the addition of 75,000 square feet of proposed retail. Remaining areas are future phases. It is expected that market conditions, planning metrics, and design will determine the final yields and proposed program elements of future phases.

Phase 1 – Proposed Program

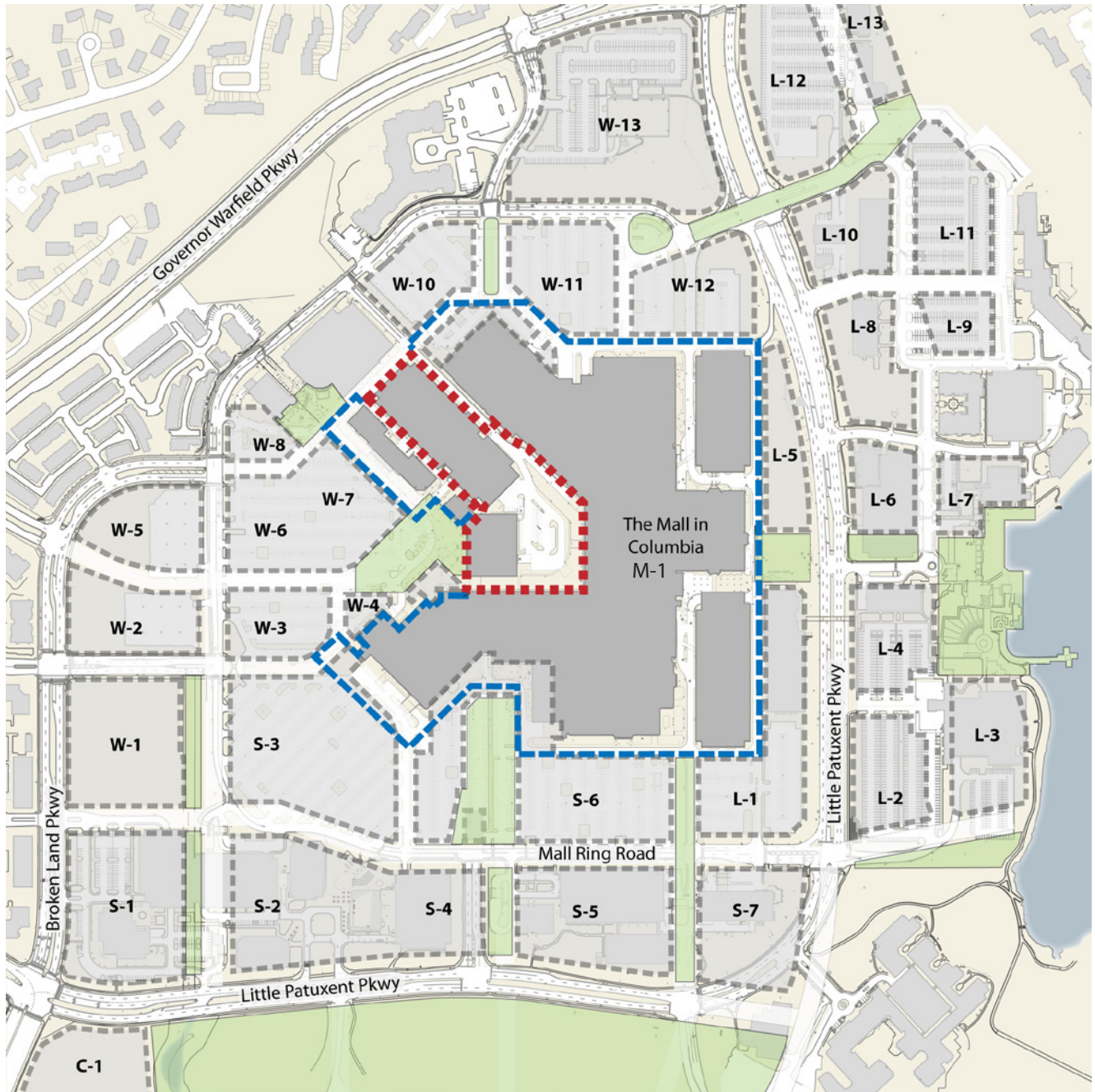
FDP Area		Existing Retail	Existing Retail to be Removed	Prop. Retail	Net Retail
SF	Acre				
246,985	5.67	30,000 SF	30,000 S.F	75,000 SF	45,000 SF

Future Phases - Proposed Program

FDP Area		Existing Mall Area	Existing Retail to be Removed	Prop. Improvements	Net Improvements
SF	Acre				
1,409,926	32.37	1,199,366 SF	TBD	TBD	TBD

Until the SDP stage it will be unknown how much parking will be required and where it will be located. Parking will be calculated based on the current Zoning Regulations Section 133. E.3 - Downtown Revitalization. Parking will be addressed through on-street parking, shared parking, structural parking, or combination thereof.

B. Phasing of Downtown Mixed-Use Development



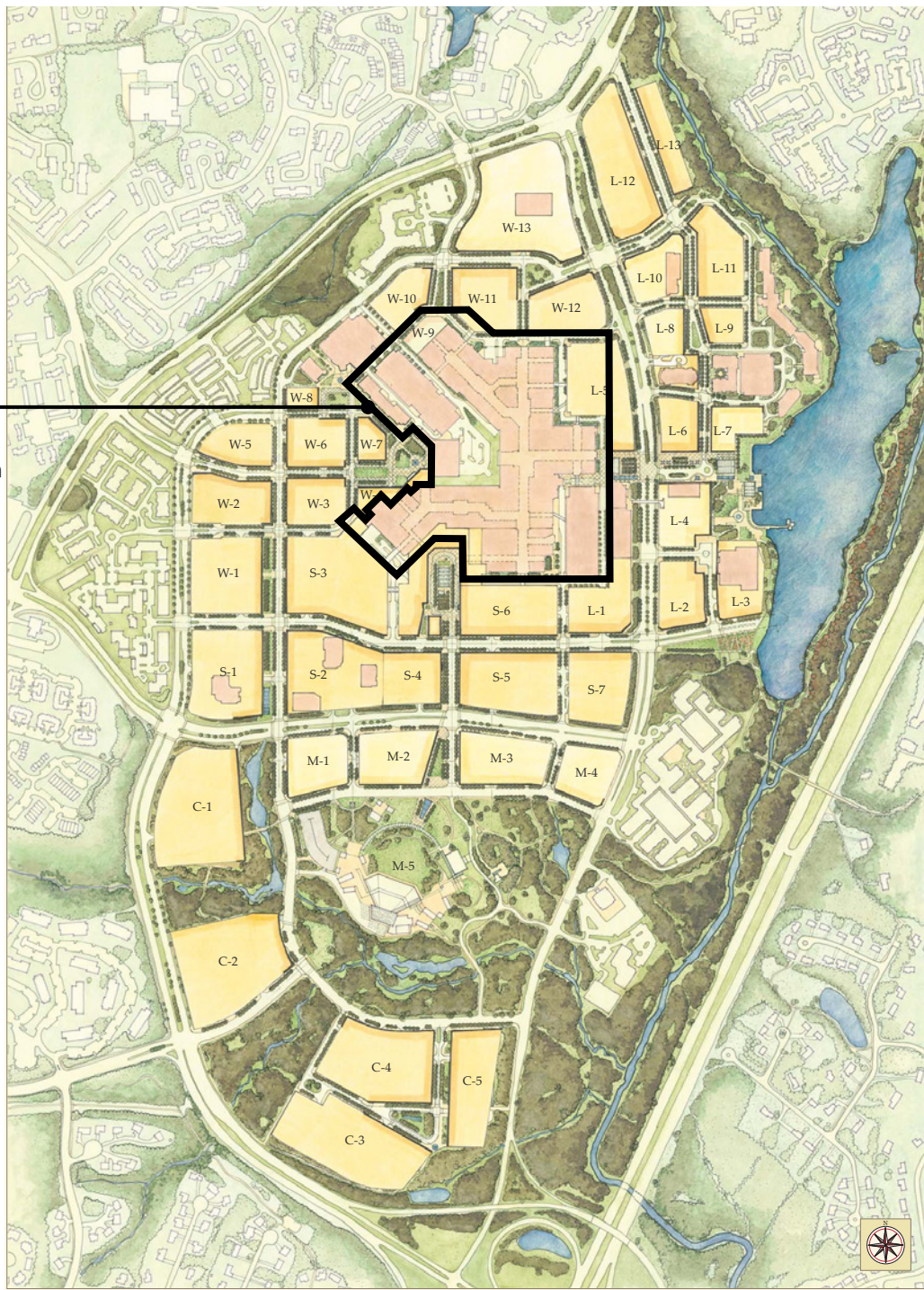
Phasing Diagram Plan

KEY

- — — PHASE 1
- — — FUTURE PHASES
- — — PROPOSED BLOCKS

Reference *Downtown Columbia Plan*, Street Block ID Plan on page 4.

See corresponding
boundary on
previous page



Downtown Columbia Plan, Street Block ID Plan

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C. Phasing of Downtown Community Commons Spaces

As shown in the *Downtown Columbia Plan* - Primary Amenity Space Diagram, no specific, designated primary amenity spaces are required in the Mall neighborhood. However, connections to the surrounding amenity spaces in adjoining neighborhoods should be provided in and through the Mall neighborhood as shown on the facing page.

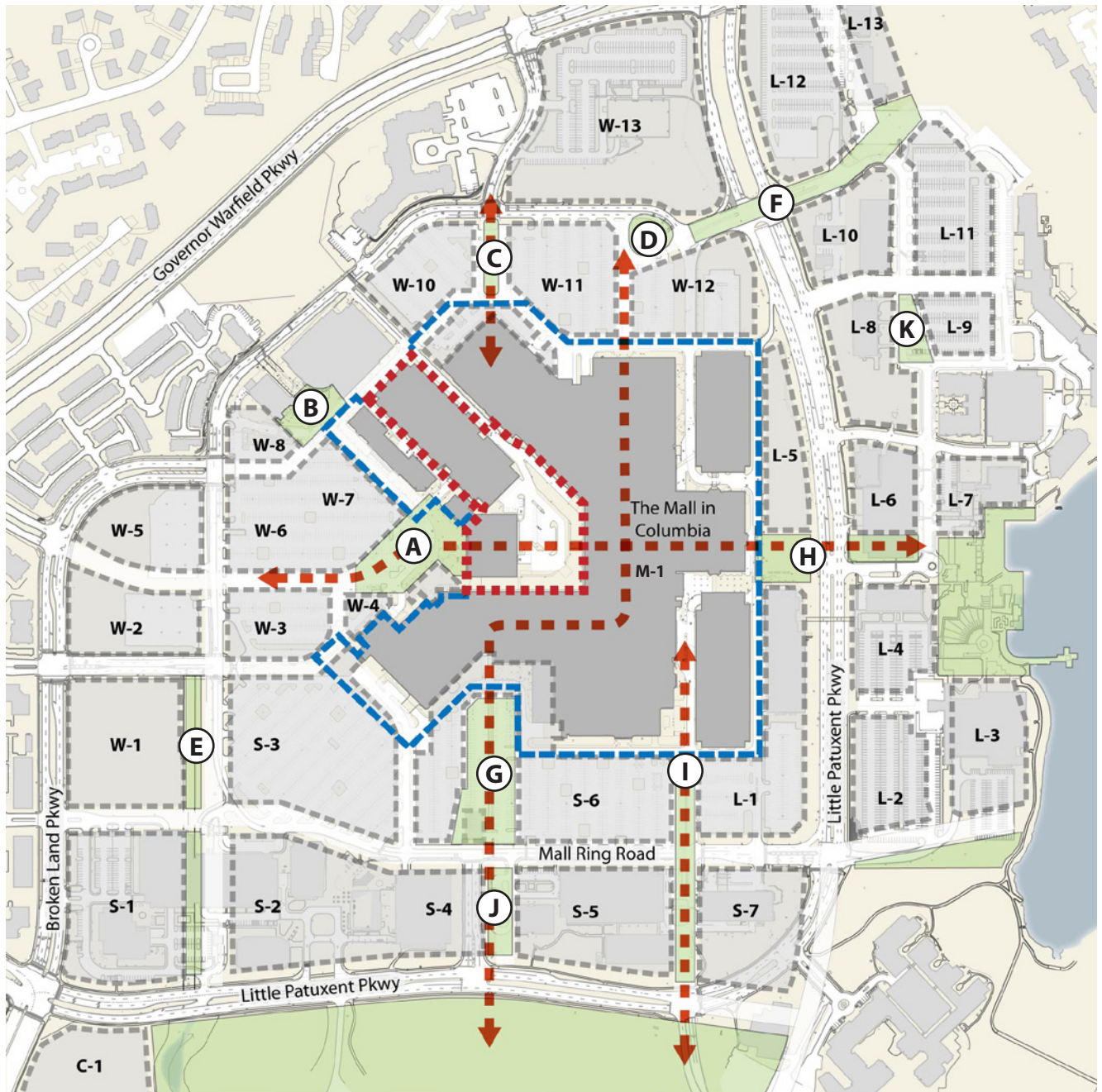
While no specific, designated primary amenity spaces are required in the Mall neighborhood per the *Downtown Columbia Plan*, five percent (5%) of the Mall neighborhood land area is required to be secondary outdoor amenity spaces. These spaces will be exterior pedestrian areas accessible to Mall visitors, employees, and residents of surrounding neighborhoods. As required, the 5% amenity space areas will be determined through the Site Development Plan (SDP) process.

Secondary amenity space, within the FDP Phase 1 area, will fall within the area between the existing LL Bean Plaza, the future Mall entrance, the existing Mall entrance, and the parking garage.

THE MALL NEIGHBORHOOD AMENITY SPACE CHART				
No.	AMENITY NAME	FDP AREA	5% REQUIRED	AMENITY SPACE REQUIRED
1.	SECONDARY AMENITY SPACE	246,985 S.F. (5.67 Ac.)	12,350 S.F.	12,350 S.F.*

* AMENITY SPACE REQUIRED WILL BE PROVIDED WITHIN THE FDP LIMITS AND DETAILED ON THE SITE DEVELOPMENT PLAN.

Amenity Space Plan

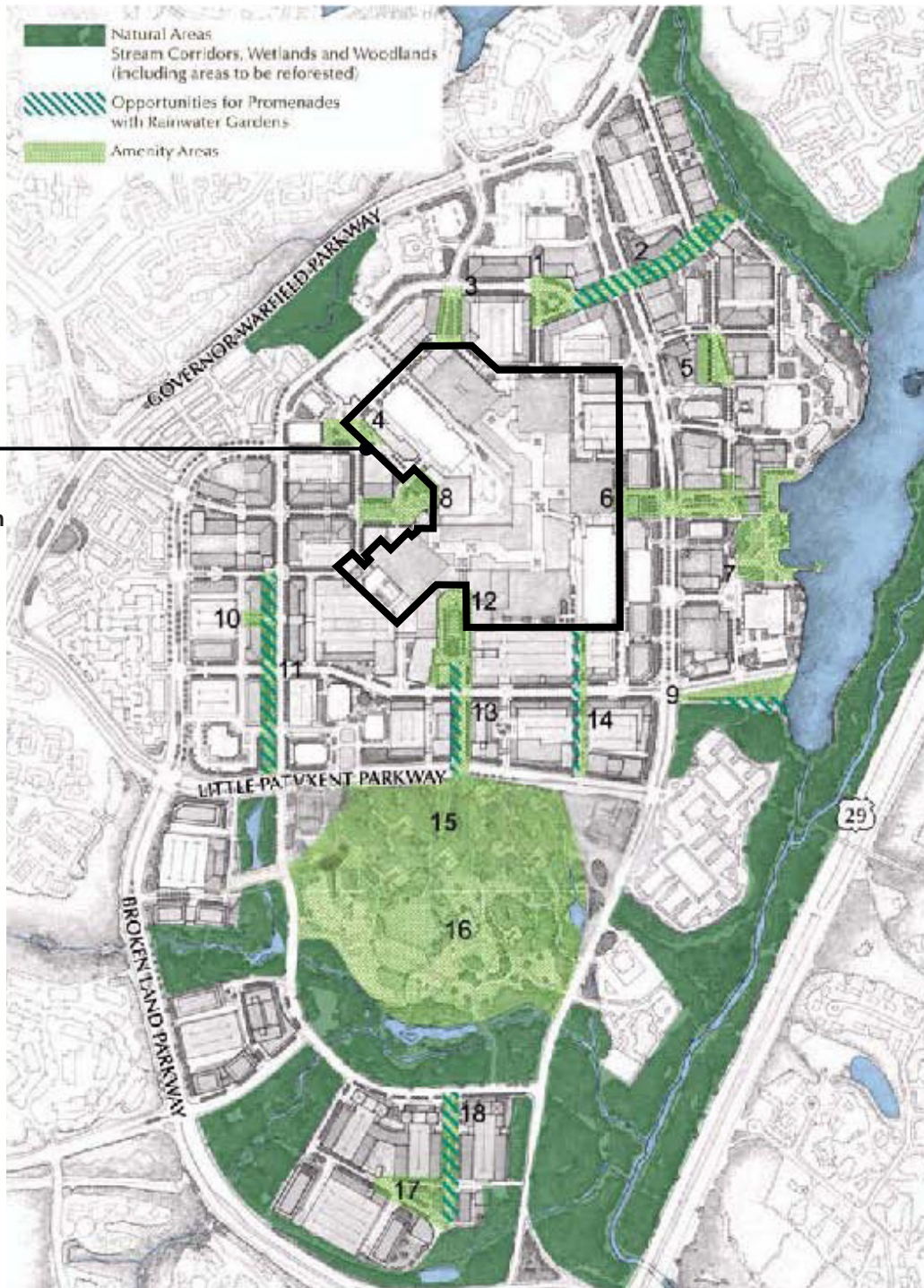


The Mall Neighborhood Amenty Space Plan

KEY - Adjacent Neighborhood Amenty Spaces

- | | | |
|---------------------|--------------------------|---|
| (A) WARFIELD PLAZA | (E) WEST PROMENADE | (I) EAST PROMENADE |
| (B) WARFIELD SQUARE | (F) WARFIELD PROMENADE | (J) SYMPHONY PROMENADE |
| (C) WARFIELD MEWS | (G) MARKET SQUARE | (K) WINCOPIN GREEN |
| (D) WARFIELD GREEN | (H) LAKEFRONT CONNECTION | ■■■■■ PEDESTRIAN ROUTES
(Through The Mall) |
| | | ■■■■■ PROPOSED BLOCKS |

Reference *Downtown Columbia Plan*, Primary Amenty Space Framework Diagram, on page 8.



- | | | |
|-------------------------|-------------------------|------------------------------|
| 1. Warfield Green | 7. Lakefront Plaza | 13. Symphony Promenade |
| 2. Warfield Promenade | 8. Warfield Plaza | 14. East Promenade |
| 3. Warfield Mews | 9. Lakefront Terrace | 15. Symphony Woods Park |
| 4. Warfield Square | 10. Warfield Playground | 16. Merriweather Park |
| 5. Wincopin Green | 11. West Promenade | 17. South Crescent Park |
| 6. Lakefront Connection | 12. Market Square | 18. South Crescent Promenade |

Downtown Columbia Plan, Primary Amenity Space Framework Diagram

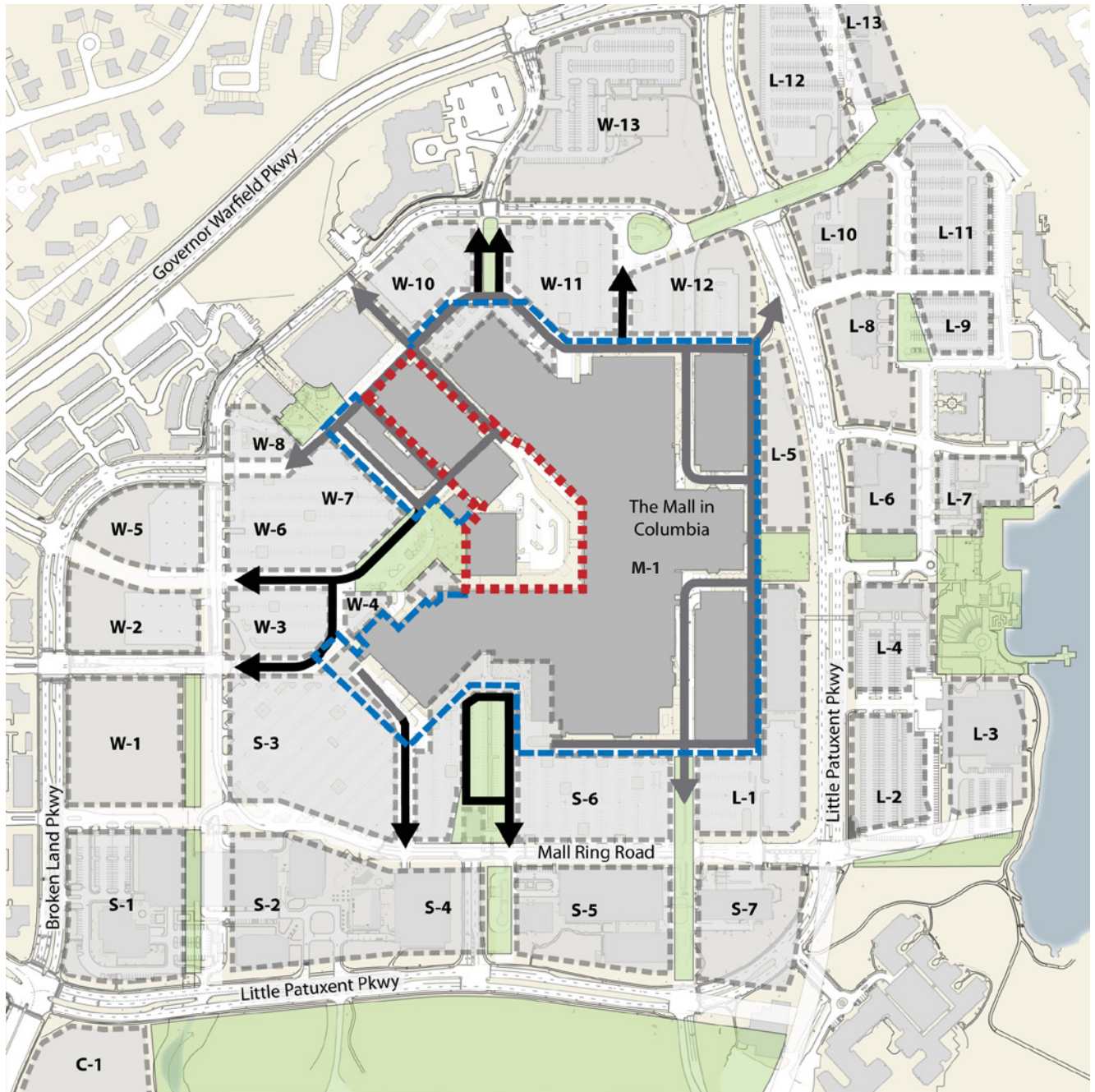
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D. Phasing of the Transportation and Circulation Facilities

The Mall Neighborhood is well served by an established road network that provides access through multiple connections from Governor Warfield Parkway and Little Patuxent Parkway. These major roadways, along with the future Downtown Columbia neighborhood roadways surrounding the Mall, provide direct access to the Mall Ring Road and its local roads and alleys. The intersections along the Mall Ring Road are controlled by stop signs and allow for the free-flow movement of inbound mall traffic. This operation allows for the movement of circulating traffic without impacting Governor Warfield Parkway or Little Patuxent Parkway.

The Mall Neighborhood is surrounded by a pedestrian and bicycle network that will be expanded and enhanced as future development parcels in the adjacent neighborhoods are developed over time. The roadway/pedestrian/bicycle network will expand to the west of Phase I, within the Warfield Neighborhood, as shown on the Street and Pedestrian Circulation Plans on the following page. In addition, Transportation Demand Management (TDM) measures and transit facilities will also be reviewed as part of Phase I in conformance with the goals and objectives outlined in the Downtown Columbia Plan and in conformity with the Street and Block plan.

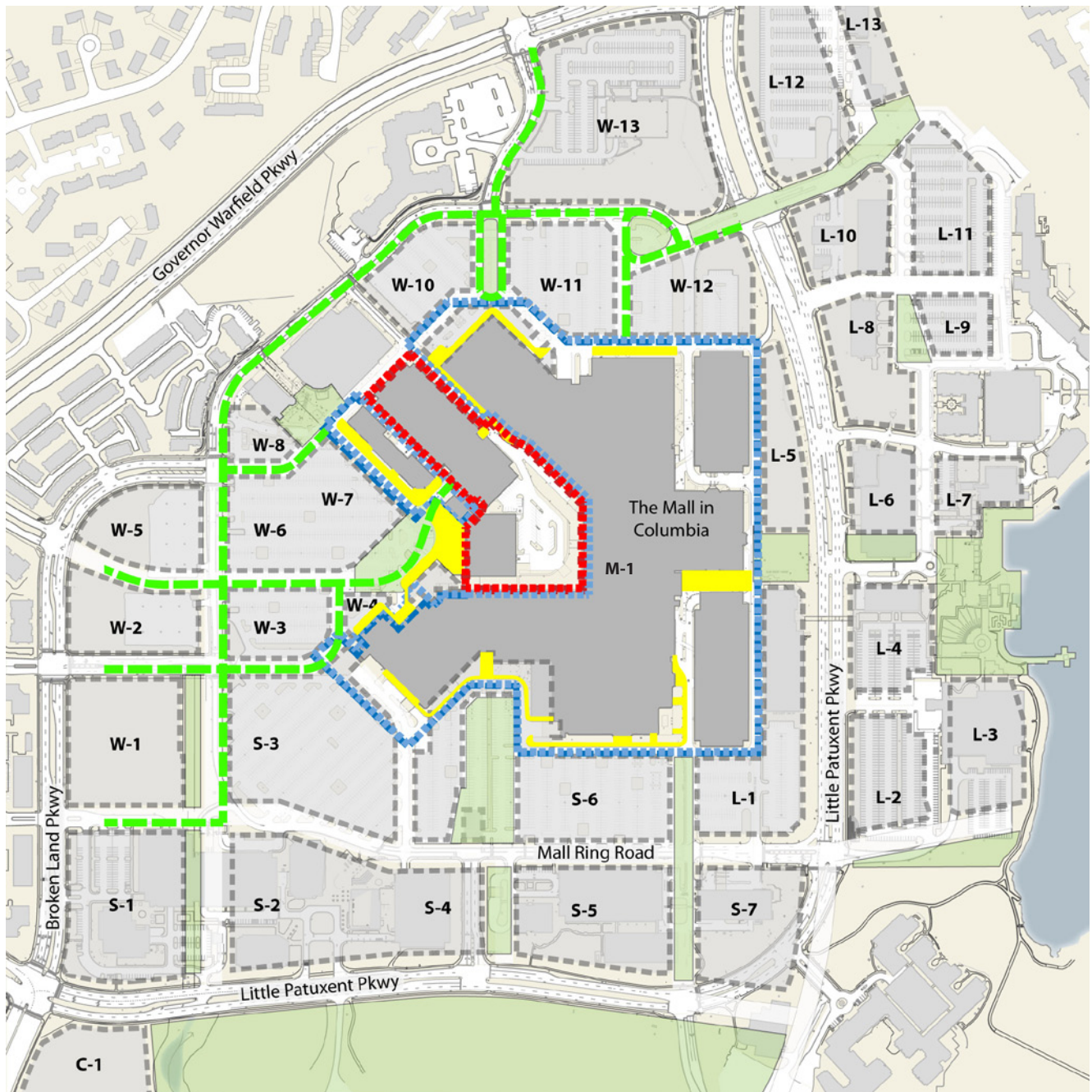
The Mall Neighborhood Phase I would result in only a minor increase in new overall vehicular traffic during peak traffic periods. It is not expected to substantially impact traffic operations at key intersections, given the minor increase in vehicle trips. Thus, no new transportation facilities for vehicular traffic or transit facilities are anticipated in this FDP.



Street Circulation Plan - Existing and Proposed

KEY

- — — PHASE 1
- — — FUTURE PHASES
- EXISTING ROADWAY
- PROPOSED ROADWAY
- PROPOSED BLOCKS

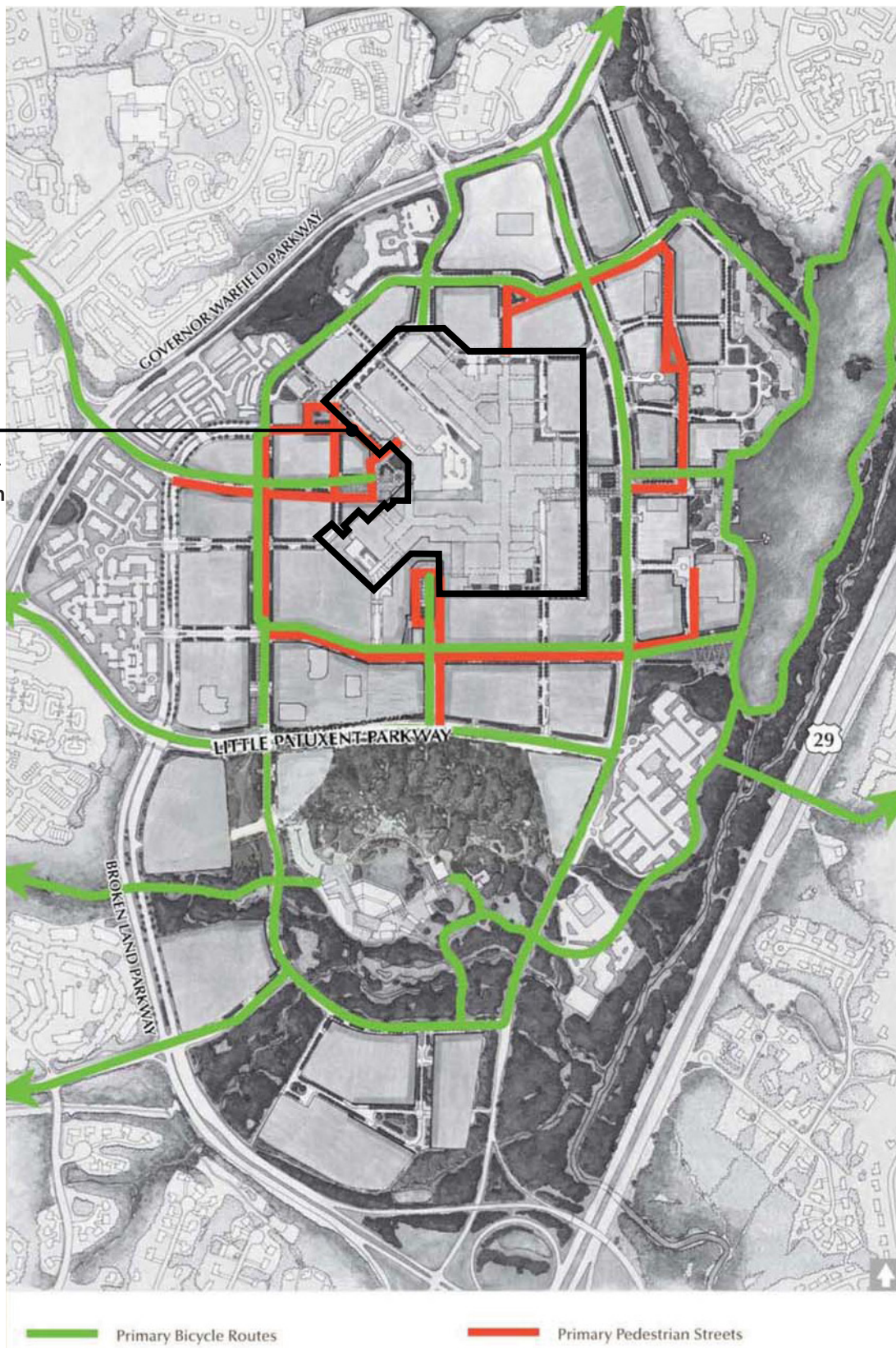


Pedestrian Circulation Plan

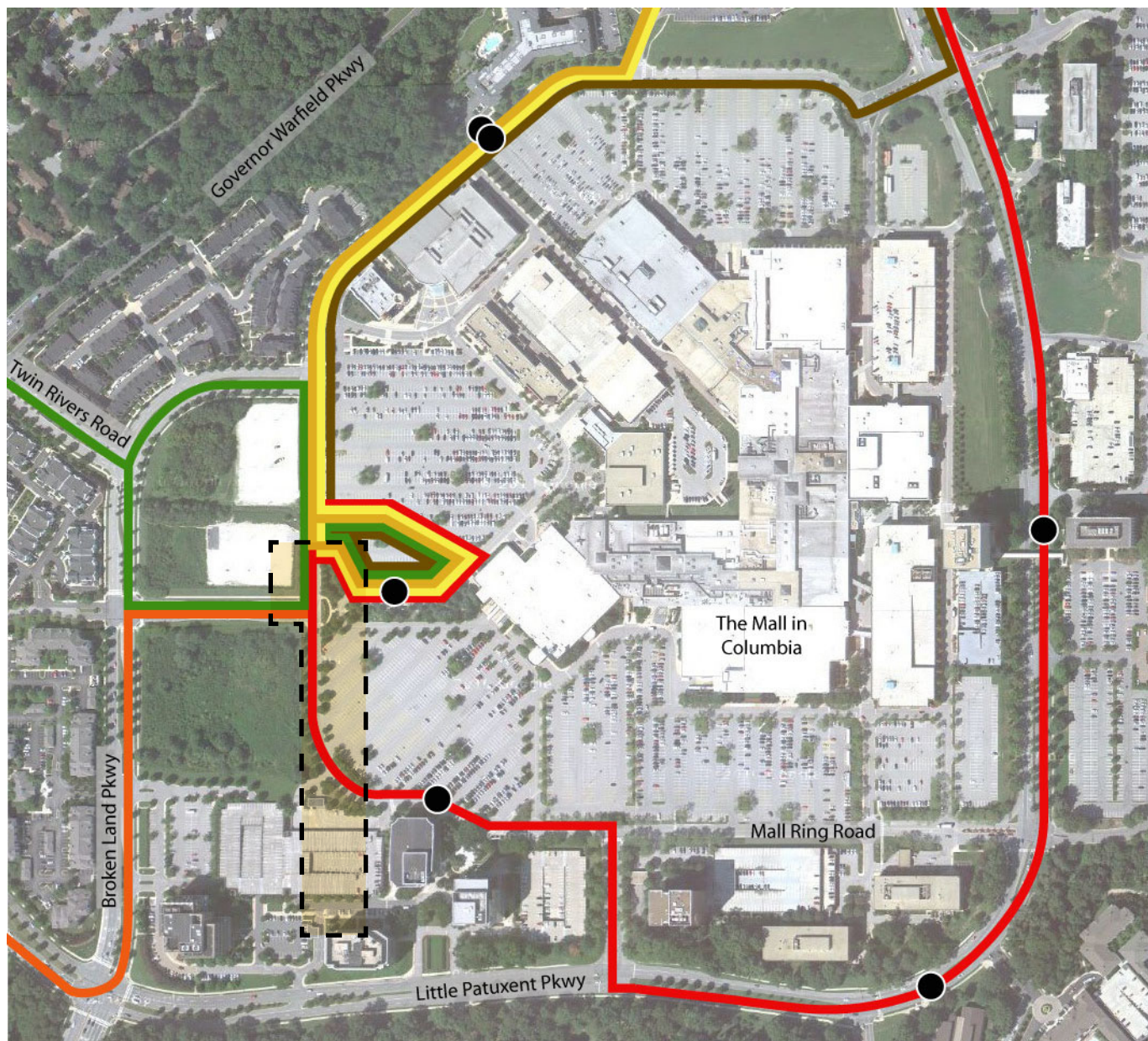
KEY

- PHASE 1
- FUTURE PHASES
- PROPOSED SIDEWALKS - OTHER NEIGHBORHOODS
- EXISTING SIDEWALKS
- PROPOSED BLOCKS

See corresponding boundary on facing page











Downtown Columbia Plan, Bicycle and Pedestrian Circulation Plan



Howard Shuttle Transit Plan - Existing and Proposed*

KEY

	BROWN ROUTE
	GOLD ROUTE
	GREEN ROUTE
	Potential Transit Center Location (in adjacent neighborhoods)

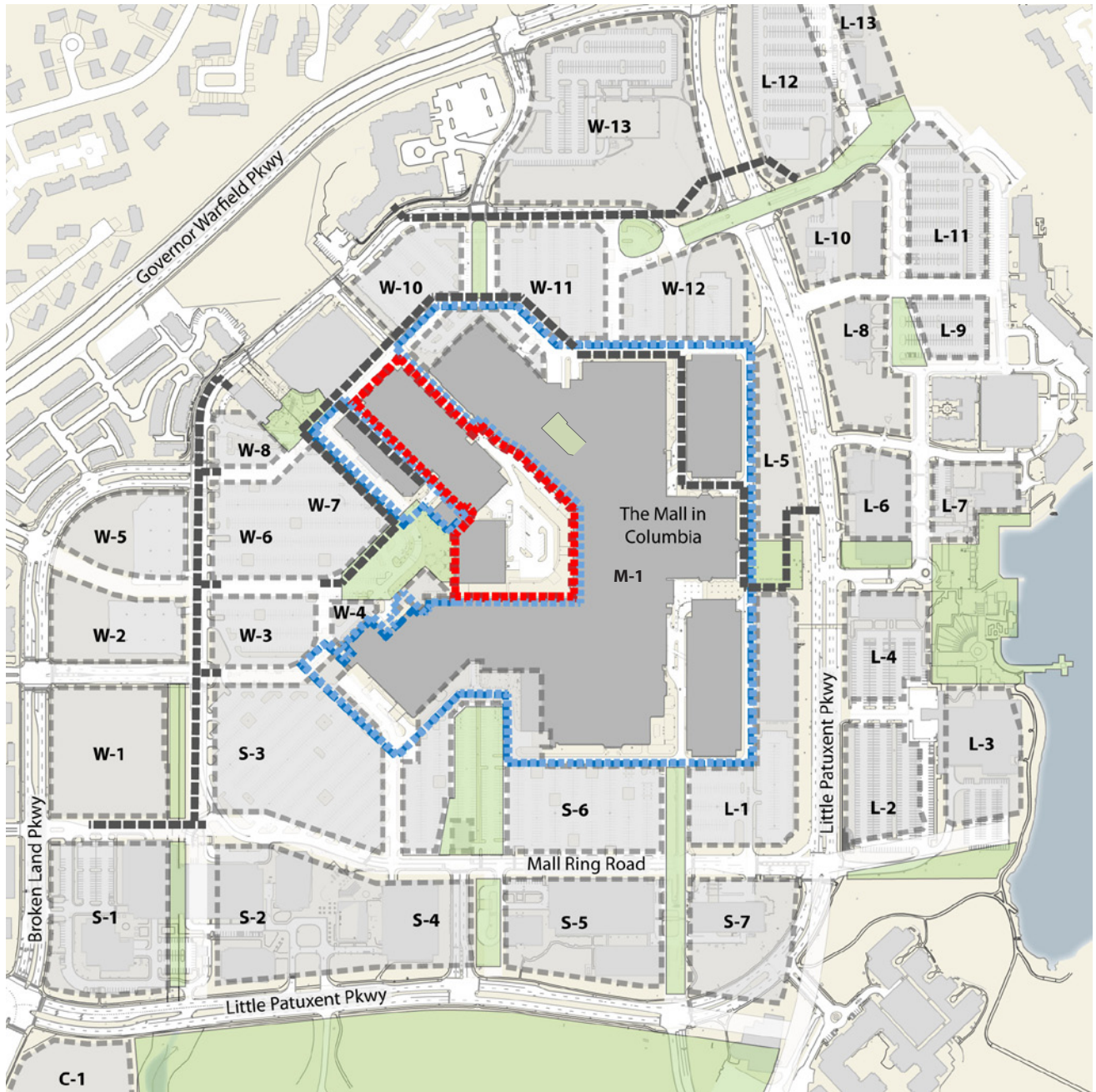
	ORANGE ROUTE
	RED ROUTE
	YELLOW ROUTE
	BUS STOP

* No new Transit Facilities are anticipated in this FDP.

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E. Phasing of Required Infrastructure - Including Public Water and Sewer

There are no proposed public sewage line or public water line improvements proposed for the Mall Neighborhood development.



Public Sewer Plan - Existing and Proposed

KEY

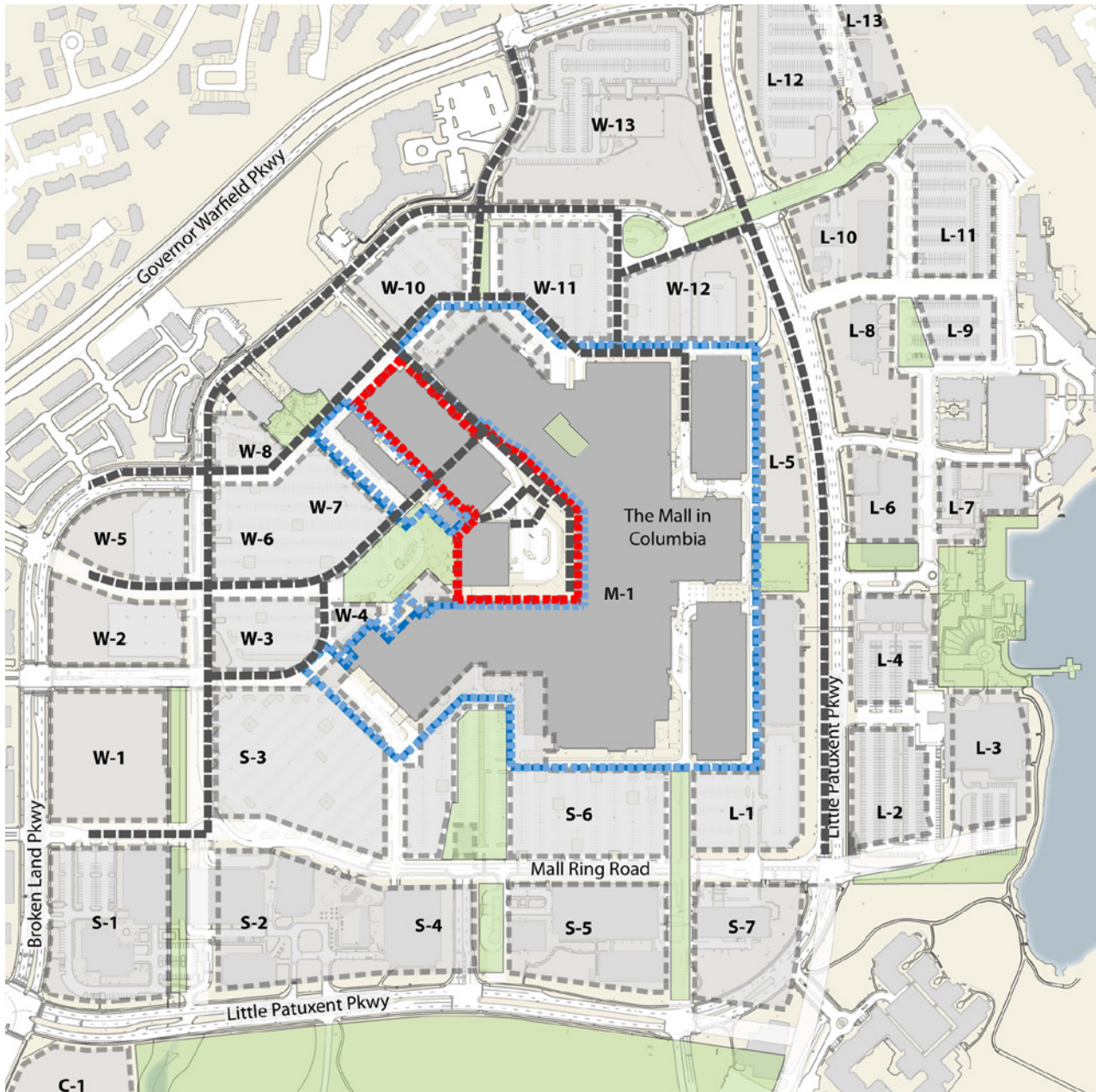
PHASE 1 AREA

FUTURE PHASES

EXISTING PUBLIC SEWER LINE

*No new public sewer line improvements are anticipated in this FDP

PROPOSED BLOCKS



Public Water Plan - Existing and Proposed

KEY

- — — PHASE 1 AREA
 - — — FUTURE PHASES
 - — — — — EXISTING PUBLIC SEWER LINE
 - ■ ■ PROPOSED BLOCKS
- *No new public water line improvements are anticipated in this FDP

F. Benchmarks for Transportation and Circulation Facilities

As noted on p. 10, road and associated pedestrian and bicycle improvements will be constructed in conjunction with the development of adjacent property. Additional facilities consistent with the Street, Pedestrian and Bicycle Circulations Plans might also be desirable to facilitate an important or necessary vehicular, pedestrian, or bicycle connection.

Additional benchmarks for transportation and circulation facilities can be found in the CEPPA Implementation Chart in the Downtown Columbia Plan. The following section summarizes the major CEPPA benchmarks. Interested parties should consult the CEPPA chart in the Downtown Columbia Plan for specifics. All CEPPA requirements are also subject to the CEPPA flexibility provisions in the Zoning Regulations.

CEPPA 12 requires the completion of the pedestrian and bicycle pathway described in the chart prior to issuance of a building permit for the 500,000 sf of development.

CEPPA 12 also requires a site development plan for facilitating the implementation of the pathway improvements to be submitted when the first site development plan is submitted under the Downtown Columbia Plan.

CEPPA 12 further requires the development of a scope of work for renovation of the existing Route 29 pedestrian bridge and contribution of up to \$500,000 towards the implementation of the selected improvements.

CEPPA 14 requires the identification of a location for a new Howard Transit Center and that the location shall be provided by fee transfer or long term lease. This must occur prior to issuance of a building permit for the 1,300,000 sf of development.

CEPPA 18 requires the construction of the Wilde Lake to Downtown Columbia pedestrian and bicycle pathway as described in the CEPPA. The pathway must be constructed prior to issuance of a building permit for the 2,600,000 sf of development.

CEPPA 23 requires contribution of \$1 Million towards the initial funding of a Downtown Circulator Shuttle, prior to issuance of a building permit for the 5,000,000 sf of development.

G. Benchmarks for Environmental Restoration

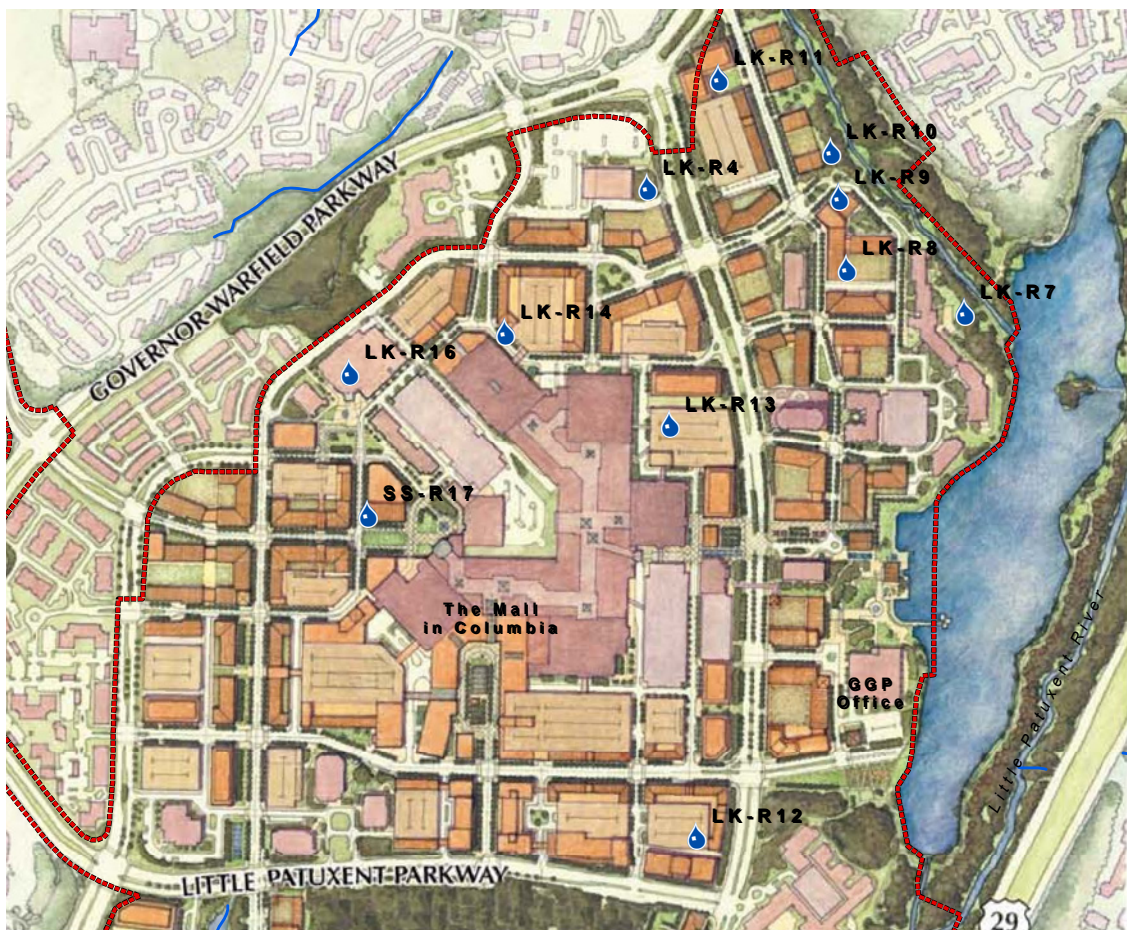
BEST MANAGEMENT PRACTICES FOR SYMPHONY STREAM AND LAKE KITTAMAQUNDI

Remediation locations

General Growth Properties and its ecological consultant Biohabitats, performed watershed assessments for the three Columbia sub watersheds of Symphony Stream, Wilde Lake and Lake Kittamaqundi located up stream of *Downtown Columbia's Town Center Merriweather and Crescent Environmental Enhancements Study* area. Watershed assessments were performed to target stormwater retrofits and riparian corridor restoration opportunities for the watersheds of the two streams flowing through Downtown Columbia.

The chart to the right captures stormwater retrofit projects located within Downtown Columbia from this study. As Downtown develops, property owners should consult this list and the recommendations and suggestions in the Best Management Practices document for ways to include environmental restoration and enhancements in their projects.

No existing stormwater remediation sites are located in the existing Mall Neighborhood. New stormwater regulations promulgated by the Maryland Department of Environment require all redevelopment to implement environmental site design practices to treat at least 50% of the existing impervious area and 100% of pervious areas. Phase 1 will include Best Management Practices, such as bioswales, micro-bioretenment, rainwater planters, etc., to meet the regulations. This requirement will constitute a stormwater retrofit on all future redeveloped parcels as well.



Downtown Columbia Plan, Opportunities for Stormwater Retrofits and Water Quality Best Management Practices in Downtown Columbia

Location	Existing Conditions	Drainage Area (acres)	Target Water Quality Volume (cubic ft)
LK-R04 (One Mile North on Little Patuxent Parkway)	West side of parking lot drains to single storm drain inlet that is upstream of an unutilized swale and depression.	1.50	3,790
LK-R07 (Sheraton Hotel)	Outfall conveying flows from hotel, adjacent parking lot, and commercial areas discharges to channel behind the Sheraton. The channel cuts through an open space with trees and grass before crossing the recreational path and entering Lake Kittamaqundi	8.50	17,550
LK-R08 (Sheraton Hotel)	Outfall conveying flows from hotel parking lot and adjacent commercial areas discharges to top of steep streambank.	3.40	9,860
LK-R09 (Parking Lot between Chamber of Commerce and Sheraton Hotel on Little Patuxent Parkway)	Outfall conveying flows from parking lot and commercial areas discharges to top of steep streambank, causing pipe sections to separate and large scour hole and eroded channel.	4.70	8,850
LK-R10 (Chamber of Commerce Office Building on Little Patuxent Parkway)	Existing pond lacks direct inflow and may or may not have been designed for stormwater management.	6.90	14,030
LK-R11 (Chamber of Commerce Office Building on Little Patuxent Parkway)	Small portion of Chamber of Commerce parking lot drains to eroded swale via curb cut.	0.60	1,190
LK-R12 (10-70 Columbia Corp Center)	Outfall conveying flows from parking deck, adjacent parking lot, and commercial areas discharges to open channel/ existing stormwater facility. The vegetated channel cuts through an open space with trees and grass before passing under Governor Warfield Parkway.	6.70	13,750
LK-R13 (Mall Neighborhood)	The east parking structure of the mall appears to drain to the storm drain system with an existing stormceptor.	1.80	5,560
LK-R14 (Columbia Mall)	The north parking lot of the mall appears to drain to the storm drain system with an existing stormceptor.	10.20	28,950
LK-R16 (Columbia Mall)	The roof drains of the AMC Columbia 14 Cinemas building appear to drain to the storm drain system with an existing stormceptor	1.70	4,930
SS-R17 (Columbia Mall)	The west parking lot of the mall appears to drain to the storm drain system with an existing stormceptor.	18.70	46,790

Stormwater Retrofits Table

H. Benchmarks for Downtown Arts, Cultural and Community Uses

Downtown Arts, Cultural and Community Uses include land areas, uses and facilities established for cultural, civic, recreation, educational, environmental, entertainment or community use or benefit.

As identified in Section C., although no specific primary amenity spaces are required in the Mall Neighborhood per the Downtown Columbia Plan, five percent (5%) of the Mall Neighborhood land area is required to be secondary outdoor amenity spaces. These spaces will be exterior pedestrian areas accessible to Mall visitors, employees, and residents of surrounding neighborhoods. As required, the location and configuration of the 5% secondary amenity space areas will be determined through the Site Development Plan (SDP) process.

Downtown Arts, Cultural and Community Uses also include artistic works. Within the Mall Neighborhood, Downtown Revitalization must provide for art in the community that is equivalent in value to one percent (1%) of the building construction cost in accordance with the Zoning Regulations. The art must either be provided on each particular development site or on other property located within Downtown Revitalization development. Alternatively, each petitioner may pay a fee in lieu of providing art on-site that is equivalent in value to 1% of the building construction cost. If the fee in lieu option is selected, the fee must be paid prior to issuance of a use and occupancy permit for the first building in the project that generates the requirement, and, all fees collected must be used to provide art on property within Downtown Revitalization developments.

The complete requirements for art in community are set forth in the Zoning Regulations.

In addition, CEPPA 8 requires establishment of a Downtown Arts and Cultural Commission to support the development of Downtown Columbia as an artistic and cultural center. The Commission must be established prior to approval of the first site development plan.

**DOWNTOWN COMMUNITY ENHANCEMENTS, PROGRAMS AND PUBLIC AMENITIES (CEPPAs)
IMPLEMENTATION CHART**

The Downtown CEPPA Implementation Chart identifies the timing and implementation of the various specific CEPPAs to be provided. The Downtown Columbia Plan anticipates that GGP, as the principal property owner, will undertake many of the CEPPAs. However, the responsibility lies with all property owners undertaking development or redevelopment in Downtown Columbia. Moreover, in the event of any future fragmentation of ownership of GGP's holdings, the CEPPAs must still be provided in accordance with the benchmarks established in this chart. Under such circumstances, the required CEPPAs could be funded by the developer(s) of individual parcels, a cooperative of developers or otherwise. In no case shall the obligation to provide a CEPPA to be triggered: (i) by the development or construction of downtown arts, cultural and community uses, downtown community commons, or downtown parkland; or (ii) when the development of an individual parcel of land shown on a plat or deed recorded among the County Land Records as of (effective date) consists only of up to a total of 10,000 square feet of commercial floor area and no other development. The timing and implementation of other amenities discussed in this Plan or shown in concept on the exhibits to this Plan will be governed by the zoning regulation recommended by this Plan.

If a specific CEPPA identified in the Downtown CEPPA Implementation chart cannot be provided because: (i) the consent of the owner of the land on which the CEPPA is to be located or from whom access is required cannot reasonably be obtained; (ii) all necessary permits or approvals cannot reasonably be obtained from applicable governmental authorities; or (iii) factors exist that are beyond the reasonable control of the petitioner, then the Planning Board shall: (i) require the petitioner to post security with the County in an amount sufficient to cover the cost of the original CEPPA; or (ii) approve an alternate CEPPA comparable to the original and appropriate timing for such alternate CEPPA or alternative timing for the original CEPPA. In approving an alternate comparable CEPPA or timing, the Planning Board must conclude the alternate comparable CEPPA and/or timing: (i) does not result in piecemeal development inconsistent with the Plan; (ii) advances the public interest; and (iii) conforms to the goals of the Downtown Plan.

Additionally, because development phasing is inextricably linked to market forces and third party approvals, it will be important for the zoning to provide sufficient flexibility to consider a Final Development Plan which takes advantage of major or unique employment, economic development or evolving land use concepts or opportunities, and to consider a Final Development Plan amendment that adjusts the location, timing or schedule of CEPPAs and/or the residential and commercial phasing balance to take advantage of these opportunities.

Per CEPPA 25, each owner of property developed with commercial uses pursuant to section 125.A.(of the Howard County Zoning Regulations shall provide an annual per-square-foot charge in an amount of \$0.25 per square foot of gross leasable area for office and retail uses and \$0.25 per square foot of net floor area for hotels to the Downtown Columbia Partnership established or to be established pursuant to the Downtown Columbia Plan. The Charge shall be calculated at the time of Site Development Plan approval and shall include an annual adjustment based on the consumer price index for all urban consumers (CPI-U) for the Washington-Baltimore area published by the Bureau of Labor Statistics of the United States Department of Labor. The first annual charge for each building or separately occupied space within the building shown on a Site Development Plan shall be paid prior to issuance of the occupancy permit for that building or space.

Downtown CEPPA Implementation Chart

PRIOR TO SUBMISSION OF THE FIRST FINAL DEVELOPMENT PLAN			
No.	Description	Status	Status Date
1	GGP completed at its expense an environmental assessment of the three sub-watersheds of Symphony Stream, Wilde Lake and Lake Kittamaqundi located upstream of the Merriweather & Crescent Environmental Enhancements Study area. GGP participated with Howard County and The Columbia Association in a joint application to the Maryland Department of Natural Resources for Local implementation grant funding from the Chesapeake and Atlantic Coastal Bays 2010 Trust Fund.	On September 2008, General Growth Properties submitted to Howard County department of planning and zoning, the Columbia Town Center General Plan Amendment titled Many Voices One Vision. Included in that document was the environmental document titled Best Management Practices for Symphony Stream and Lake Kittamaqundi Watersheds.	Complete
2	GGP will commission at GGP's expense (i) the preparation of the Land Framework component of the Downtown Columbia Sustainability Program and (ii) a detailed outline for the Community Framework component of the Sustainability Program (Community Framework Outline). The Sustainability Program must be developed around the Sustainability Framework document referenced with this Plan. The Howard County Environmental Sustainability Board must be provided with a copy of the Sustainability Program, and will be invited to provide comments to the Design Advisory Panel concurrent with the Design Advisory Panel's review of the Downtown-wide Design Guidelines (Guidelines).	On March 7, 2010, the County Council passed Council Resolution No.138-2010 – Downtown Columbia Design Guidelines Downtown Wide. Chapter 8 of those Guidelines contains the Land Framework component of the Sustainability Program that was commissioned and prepared by General Growth Properties (GGP). On September 2008, General Growth Properties submitted to Howard County department of planning and zoning, the Columbia Town Center General Plan Amendment titled Many Voices One Vision. Included in that document was the Sustainability document titled Columbia Town Center Sustainability Framework. On pages 22 and 23 of that document is a detailed outline for the Community Framework. As outlined in the document, the final structure of the Community Framework will ultimately be determined through a community stakeholder effort including input from community associations and neighborhood groups, with the support of a governance mechanism that will be defined in the overall Sustainability Programs Institutional Plan. On September 16, 2010 GGP presented its Downtown Sustainability Guidelines: Land Component to the Howard County Sustainability Board in a public presentation. Their comments were ultimately incorporated into the final submission.	Complete

Downtown CEPPA Implementation Chart, [continued]

3	<p>GGP will commission at GGP's expense in consultation with Howard County a study evaluating a new Downtown Columbia Route 29 interchange between Route 175 and Broken Land Parkway and options for a connection over Route 29 connecting Downtown Columbia to Oakland Mills, including potential bicycle, transit and multimodal improvements. The study will evaluate alternative alignments and geometry, capacity analysis, preliminary environmental assessments, right of way impacts, multimodal opportunities, interaction and options with regard to the Oakland Mills bridge connection, preliminary costs, design and implementation schedule. Once the study is completed, GGP will suggest funding mechanism(s) for the potential implementation of its recommendation(s).</p> <p>If the study concludes that enhancing the existing pedestrian bridge is not recommended, then the funding for the renovation of the existing bridge should be used for the alternative connection recommended by the study. In addition, the pathways described in CEPPA No. 12 should be realigned to match the recommended connection.</p>	<p>On July 21, 2010 GGP and its transportation team met with the County DPZ and DPW to introduce the transportation study team representatives and their qualifications, to include Nelson Nygaard Consulting Engineers, Wallace-Montgomery & Associates, Wells & Associates and Biohabitats Incorporated.</p> <p>On August 17, 2011 DMG on behalf of GGP submitted to the County, a copy of the New Downtown Columbia US Route 29 Interchange Feasibility Study - Scope of Study and Methodology, and the Downtown Columbia Broken Land Parkway / US Route 29 North-South Connector Road to Little Patuxent Parkway - Scope of Study and Methodology, and; Downtown Columbia Downtown Transit Center and Circulator Shuttle Feasibility Study - Scope of Study and Methodology.</p> <p>On November 15, 2010, HHC received the County's response to the study scopes requesting certain changes to the Transit Center and Circulation Feasibility Studies.</p> <p>Further to this, we have since held numerous progress meetings with the County, the State Highway Administration and GGP (The Howard Hughes Corporation) to review progress of the studies, assumptions and to share data.</p> <p>Based on recent receipt of the final County subcontractor generated Travel Demand and Traffic Forecasts, we expect to be able to complete these studies for first draft review by the County and State of Maryland in late October. We believe that this activity clearly confirms that GGP has commissioned these studies as required by the CEPPA #3.</p>	Complete
4	<p>GGP will prepare at its expense Downtown-wide Design Guidelines inclusive of sustainability provisions from the Sustainability Program and a Comprehensive Signage Plan for Downtown for approval by the County Council.</p>	<p>On March 7, 2010, the County Council passed Council Resolution No.138-2010 – Downtown Columbia Design Guidelines Downtown Wide. Chapter 8 of those Guidelines contains the Land Framework component of the Sustainability Program that was commissioned and prepared by General Growth Properties (GGP).</p> <p>On March 7, 2010, the County Council passed Council Bill 56-2010 which modified the County sign ordinance for Downtown Columbia Revitalization areas. In addition Comprehensive Sign Guidelines for Downtown Columbia were prepared and submitted to staff for use in new legislation for Downtown Columbia.</p>	Complete

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO APPROVAL OF THE FIRST FINAL DEVELOPMENT PLAN			
No.	Description	Status	Status Date
5	GGP will commission at GGP's expense and in consultation with Howard County one or more feasibility studies for the following: (i) a new Broken Land Parkway/Route 29 north/south collector road connection to Little Patuxent Parkway and (ii) a new Downtown transit center and Downtown Circulator Shuttle. With regard to the collector road, the feasibility study will evaluate alternative alignments and geometry, capacity analysis, preliminary environmental assessments, right of way impacts, preliminary costs, design and phasing of construction for this connection. With regard to the transit center, the study will evaluate both long and short term transit expectations and needs both locally and regionally so that an appropriate location and facility program can be determined. Consideration shall be given to how the facility will operate initially as a free standing building, and in the future as a mixed use component of the Downtown Plan. Recommendations will be provided with regard to goals, management and operations. With regard to the Shuttle, the study will evaluate and determine appropriate levels of service and phasing in of service at various levels of development. As part of this, the study should examine the relationship between the shuttle and both long and short- term, local and regional transit expectations and needs. The shuttle feasibility study will also analyze equipment recommendations, routes and stops, proposed vehicle types, and operational and capital costs. The feasibility study shall include an evaluation and recommendations regarding ownership, capital and operational funding opportunities, responsibilities and accountability to provide guidance to the Downtown Columbia Partnership and the County.	See 3	Complete

Downtown CEPPA Implementation Chart, [continued]

6	GGP and Howard County will jointly determine the functions, organizational structure, implementation phasing schedule consistent with the redevelopment phasing schedule, potential funding sources and projected funding needs of the Downtown Columbia Partnership, prior to GGP's establishment of this Partnership. The Downtown Columbia Partnership's role in promoting Downtown Columbia is outlined in Section 5.2 of the Plan. One of the primary responsibilities of the Downtown Columbia Partnership shall be the transportation initiatives outlined in the shuttle feasibility study and the promotion and implementation of the TDMP. As such, at least fifty percent (50%) of the revenue collected pursuant to CEPPA No. 25 shall be utilized for the implementation of transportation initiatives in the shuttle feasibility study or other direct transit services downtown. GGP will provide the Partnership's initial operating funding as necessary to fund the initial efforts of the Partnership until other sources of funding and/or sufficient developer contributions are available to operate the Partnership. Funding provided by GGP to support initial start-up costs shall be in addition to funding provided for by CEPPA No. 23 and 25. However, after issuance of a building permit for the 500,000 square-foot of new commercial uses, GGP's obligation as described in the previous two sentences shall end and thereafter the property owners developing pursuant to Section 125.A.9 of the Howard County Zoning Regulations, including but not limited to GGP, will contribute toward funding the permanent ongoing operations of the Downtown Columbia Partnership as set forth in CEPPA No. 25.	Draft legislation has been prepared and is in negotiation for adoption by the County Council prior to the end of the 2011 legislative session.	In process
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PRIOR TO APPROVAL OF THE FIRST SITE DEVELOPMENT PLAN

No.	Description	Status	Status Date
7	GGP will submit a phasing schedule for implementation of the restoration work on GGP's property and a Site Development Plan for the first phase of the environmental restoration work as described in CEPPA No. 15.	Biohabitats is preparing first draft of this schedule.	In process
8	GGP, in collaboration with the County, will establish the Downtown Arts and Culture Commission, an independent nonprofit organization, to promote and support Merriweather Post Pavilion's revitalization in accordance with this Plan and the development of Downtown Columbia as an artistic and cultural center.	The Downtown Columbia Cultural Arts Master Plan has been completed. HHC has prepared an outline of the incorporation process as a subsidiary of the Howard County Arts Council. Discussions with staff and Council Person Sigaty are pending preliminary discussions with the County Executive in the next few weeks.	In process

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO ISSUANCE OF THE FIRST BUILDING PERMIT			
No.	Description	Status	Status Date
9	To facilitate the renovation of the Banneker Fire Station, GGP and the County shall cooperate to identify a site for the development of a temporary fire station while the Banneker Fire station is being renovated. GGP shall make the site available at no cost to the County on an interim basis but not longer than 30 months. GGP shall not be responsible for the development or construction costs associated with the temporary fire station. In the alternative, if prior to the issuance of the first building permit the County determines a new location for a fire station in Downtown Columbia is necessary and desirable, then GGP shall provide, subject to all applicable laws and a mutual agreement between the parties, a new location for a fire station within the Crescent Neighborhood as shown on Exhibit C by fee transfer at no cost to the County or by a long-term lease for a nominal sum.	This is a County task and we have begun discussions with staff to forward the work	In process

UPON ISSUANCE OF THE FIRST BUILDING PERMIT			
No.	Description	Status	Status Date
10	<u>GGP shall contribute \$1.5 million in initial funding for the Downtown Columbia Community Housing Fund. Payment will be contingent upon the expiration of all applicable appeal periods associated with each building permit without an appeal being filed, or if an appeal is filed upon the issuance of a final decision of the courts upholding the issuance of the permit.</u>	Pending Issuance of Building Permit	

UPON ISSUANCE OF THE BUILDING PERMIT FOR THE 400TH RESIDENTIAL UNIT			
No.	Description	Status	Status Date
11	GGP shall contribute \$1.5 million in additional funding for the Downtown Columbia Community Housing Fund. Payment will be contingent upon the expiration of all applicable appeal periods associated with each building permit without an appeal being filed, or if an appeal is filed upon the issuance of a final decision of the courts upholding the issuance of the permit.		

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO ISSUANCE OF A BUILDING PERMIT FOR THE 500,000th SF OF DEVELOPMENT			
No.	Description	Status	Status Date
12	<p>GGP will complete at its expense (i) the pedestrian and bicycle pathway from the existing Route 29 pedestrian bridge to Oakland Mills Village Center and to Blandair Park; (ii) the pedestrian and bicycle pathway from the existing Route 29 pedestrian bridge to the Crescent and Merriweather-Symphony Woods neighborhoods, inclusive of the pathway located between the Town Center Apartments and Route 29; and (iii) the pedestrian and bicycle pathway from the Crescent and Merriweather neighborhoods to Howard Community College and Howard County General Hospital. The scope and design of new pedestrian and bicycle pathways in the Plan will be guided by the new Downtown-wide Design Guidelines, Adequate Public Facilities Ordinance, and as delineated in this Plan and its Exhibit I. GGP will develop at its expense recommended maintenance standards and responsibilities for a heightened level of design and security for the new pathway improvements. When GGP submits the first Site Development Plan under this Plan, GGP will also submit a Site Development Plan to facilitate implementation of these pathway improvements.</p> <p>In addition, GGP along with the County and community will develop a scope of work for renovation of the existing Route 29 pedestrian bridge and will solicit a minimum of two proposals from separate architectural design consulting firms for alternative design improvements to the bridge structure to enhance its appearance and pedestrian safety. The consultant responses will be provided to the County for its selection, in consultation with GGP, of appropriate near-term improvements to retrofit the existing bridge. GGP will contribute up to \$500,000 towards the implementation of the selected improvements. If enhancement of the bridge is not recommended by the study in CEPPA No. 3, GGP shall either post security or cash with the County in the amount of \$500,000 to be used in accordance with CEPPA No. 3.</p>		
13	<p>GGP will enter into and record in the land records of Howard County, Maryland, a declaration of restrictive covenants that shall (1) prohibit the demolition of the former Rouse Company Headquarters building, and (2) prohibit the exterior alteration of the former Rouse Company Headquarters building, except as provided for in the Downtown-wide Design Guidelines. GGP shall provide a copy of the recorded declaration to the County. The declaration of restrictive covenants will not prohibit interior alterations or future adaptive reuse that would better integrate the building into its surroundings and activate the adjacent pedestrian spaces as described in the Downtown-wide Design Guidelines and this Plan or prohibit reconstruction of the building in the event of casualty.</p>		

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO ISSUANCE OF A BUILDING PERMIT FOR THE 1,300,000th SF OF DEVELOPMENT			
No.	Description	Status	Status Date
14	GGP in cooperation with Howard Transit shall identify a location in Downtown Columbia for a new Howard County Transit Center consistent with the recommendation(s) of the feasibility study (See CEPPA No. 5). GGP shall provide a location either by fee transfer at no cost or a long-term lease for a nominal sum subject to all applicable laws and regulations. Any contract of sale or lease may provide for the retention of air and subsurface development rights by GGP and allow for the co-location of public facilities or private development on the same parcel provided that any other use of any portion of the property does not interfere with the County's ability to use, construct, or finance the facility in the manner most advantageous to the County.		
15	GGP will complete, at GGP's expense, environmental restoration projects, including stormwater management retrofit, stream corridor restoration, wetland enhancement, reforestation and forest restoration, on its property and on property included within GGP's construction plans for the Merriweather-Symphony Woods and Crescent areas, as identified in the Land Framework of the Sustainability Program as referenced in Section 3.1 of this Plan.		
16	GGP will complete Phase I of the Merriweather Post Pavilion redevelopment program based on the redevelopment program scope and phasing outlined below. The redevelopment program will generally follow the evaluation and conclusions outlined in the October 2004 Ziger/Sneed LLP Merriweather Post Pavilion Study, Section III "Evaluation of the Site and Structures" and Section IV "Conclusions" included in the 2004 Merriweather Citizens Advisory Panel report to Howard County. Final design and scope will be determined by GGP's consultants, program and industry needs, operator recommendations, site and facility conditions and code requirements. Major components of the redevelopment program will include new handicapped parking accommodation; entrance and access modifications; restroom, concession and box office renovations and or replacement; utility systems replacement and additions; new roofs over the loge seating areas; reconfigured and replacement seating; renovated and new administration, back of house dressing and catering areas; code upgrades including fire suppression systems and handicapped ramps and pathway access. After development of preliminary renovation drawings, contractor input and schedule development, the program will be divided into three distinct phases to allow uninterrupted seasonal performances, staging and construction phasing.		

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO APPROVAL OF THE SITE DEVELOPMENT PLAN FOR THE 1,375TH NEW RES. UNIT			
No.	Description	Status	Status Date
17	GGP shall, if deemed necessary by the Board of Education, reserve an adequate school site or provide an equivalent location within Downtown Columbia.		

PRIOR TO ISSUANCE OF A BUILDING PERMIT FOR THE 2,600,000th SF OF DEVELOPMENT			
No.	Description	Status	Status Date
18	GGP will construct at its expense, the Wilde Lake to Downtown Columbia pedestrian and bicycle pathway. The scope and design of new pedestrian and bicycle pathways in the Plan will be guided by the new Downtown-wide Design Guidelines, Adequate Public Facilities Ordinance, and as delineated in this Plan and its Exhibit.		
19	GGP will construct at its expense the Lakefront Terrace (steps to the Lake) amenity space and pedestrian promenade (see Item 9, on Plan Exhibit G) connecting the Symphony Overlook Neighborhood to the Lakefront and Lakefront pathway. The final design of the Lakefront Terrace will be determined at the time of Site Development Plan review.		
20	GGP will complete Phase II redevelopment of Merriweather Post Pavilion based on the redevelopment program scope and phasing as outlined in CEPPA No. 16.		

PRIOR TO ISSUANCE OF A BUILDING PERMIT FOR THE 3,900,000th SF OF DEVELOPMENT			
No.	Description	Status	Status Date
21	GGP will complete Phase III redevelopment of Merriweather Post Pavilion based on the redevelopment program scope and phasing as outlined in CEPPA No. 16.		
22	At least one Downtown Neighborhood Square as defined in the Zoning Regulations shall be completed and deeded to Howard County for public land.		

PRIOR TO ISSUANCE OF A BUILDING PERMIT FOR THE 5,000,000th SF OF DEVELOPMENT			
No.	Description	Status	Status Date
23	GGP will provide \$1,000,000 towards the initial funding of a Downtown Circulator Shuttle.		
24	Transfer of ownership of Merriweather Post Pavilion to the Downtown Arts and Culture Commission for zero dollar consideration.		

Downtown CEPPA Implementation Chart, [continued]

PRIOR TO THE APPROVAL OF EACH FINAL DEVELOPMENT PLAN			
No.	Description	Status	Status Date
25	Each owner of property developed with commercial uses pursuant to the Downtown Revitalization Zoning Regulations shall participate as a member in the Downtown Columbia Partnership established pursuant to CEPPA No.6 and provide an annual per-square-foot charge in an amount of twenty-five cents (\$0.25) per square foot of Gross Leasable Area <u>for office and retail uses and twenty-five cents (\$0.25) per square foot of net floor area for hotels</u> to the Downtown Columbia Partnership. Each Final Development Plan shall show a consistent means of calculating and providing this charge, and require that the first annual charge be paid prior to issuance of occupancy permits for those buildings constructed pursuant to that Final Development Plan and subsequent Site Development Plans under Downtown Revitalization. This per-square-foot charge shall be calculated at the time of Site Development Plan approval and shall include an annual CPI escalator to be specified in each Site Development Plan.	The method of calculation for the retail portion of Block D will be included in the FDP application. The first annual charge must be paid prior to issuance of the occupancy permit. Paying the first annual charge is pending Issuance of Occupancy Permits.	

UPON ISSUANCE OF ANY BUILDING PERMIT FOR A BUILDING CONTAINING DWELLING UNITS			
No.	Description	Status	Status Date
26	<p><u>To fulfill an affordable housing obligation, each developer will provide a one-time, per unit payment to the DCCHF in the following amounts, to be imposed upon the issuance of any building permit for a building containing dwelling units. Payment will be contingent upon the expiration of all applicable appeal periods associated with each building permit without an appeal being filed, or if an appeal is filed upon the issuance of a final decision of the courts upholding the issuance of the permit:</u></p> <p><u>1). \$2,000/unit for each unit up to and including the 1,500th unit.</u></p> <p><u>2). \$7,000/unit for each unit between the 1,501th unit up to and including the 3,500th unit.</u></p> <p><u>3). \$9,000/unit for each unit between the 3,501st unit up to and including the 5,500th unit.</u></p> <p><u>The amounts to be paid under 1), 2) and 3) above will be subject to annual adjustment based on a builder's index, land value or other index provided in the implementing legislation.</u></p>	Pending Issuance of Permits	

Downtown CEPPA Implementation Chart, [continued]

ADDITIONAL CEPPA CONTRIBUTION			
No.	Description	Status	Status Date
27	Each owner of property developed with commercial uses pursuant to the Downtown Revitalization Zoning Regulations shall provide an annual payment to the DCCHF in the amount of five cents (\$0.05) per square foot of Gross Leasable Area for office and retail uses, and five cents (\$0.05) per square foot of net floor area for hotels. The payment will be made annually by the property owner, with the initial payment being made prior to the issuance of an occupancy permit for net new commercial development on the property. The amount of the charge will be subject to annual adjustment based on a builder's index, land value, or other index provided in the implementing legislation.	Pending issuance of Permits	



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